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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
NORFOLK DIVISION

In re)	Chapter 11
)	
Workflow Management, Inc., <u>et al.</u> ,)	Case No. 10-74617 (SCS)
)	
Debtors.)	(Jointly Administered)
_____)	

**ORDER UNDER BANKRUPTCY CODE SECTIONS 105(a), 327(a), 328
AND 1107 AND BANKRUPTCY RULE 2014(a), AUTHORIZING
THE EMPLOYMENT AND RETENTION OF
FTI CONSULTING, INC. AS FINANCIAL ADVISORS AND CONSULTANTS
TO THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “Application”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”),² for an order pursuant to 11 U.S.C. §§ 105(a), 327(a), 328 and 1107 and Bankruptcy Rule 2014(a), authorizing them to retain FTI as financial advisors and consultants; and upon the Gutzeit Affidavit in support of the

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

² The Debtors and the last four digits of the Debtors’ taxpayer identification numbers are as follows: Workflow Management, Inc. (7104); Workflow Holdings Corporation (9217); WF Capital Holdings, Inc. (5548); WF Holdings, Inc. (9106); Workflow Direct, Inc. (7497); Workflow Management Acquisition II Corp. (2039); WFIH, Inc. (0527); WFMI, Inc. (4282); Workflow of Florida, Inc. (4281); Workflow Solutions LLC (3769); SFI of Puerto Rico, Inc. (3413); Old FGS, Inc. (1438); Old UE, LLC (4060); The Relizon Company (4702); Relizon Wisconsin Inc. (8440); Relizon (Texas) Ltd., LLP (6437); Relizon SNE Inc. (4537); Relizon KNE Inc. (3935); Relizon de Mexico Inc. (6996); Formcraft Holdings General Partner, Inc. (5683); Formcraft Holdings Limited Partner, Inc. (5684). The mailing address for WF Capital Holdings, Inc., Old FGS, Inc., and Old UE, LLC is 150 West Main Street, Suite 2100, Norfolk, Virginia 23510. For all other Debtors, the mailing address is 220 E. Monument Avenue, Dayton, Ohio 45402.

Application; and due and adequate notice of the Application having been given; and it appearing that no other notice need be given; and it appearing that the limited objection filed by the United States Trustee has been resolved; and it appearing that FTI neither holds nor represents any interest adverse to the Debtors' estates; and it appearing that FTI is "disinterested," as that term is defined in section 101(14) of the Bankruptcy Code; and it appearing that the relief requested in the Application and the employment is necessary and is in the best interest of the Debtors' estates and their creditors; and upon the record herein; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Application be, and it hereby is, granted; and it is further

ORDERED that in accordance with Section 327(a) and 328 of the Bankruptcy Code, the Debtors are authorized to employ and retain FTI as of the Petition Date as their financial advisors and consultants on the terms set forth in the Application and the Engagement Letter; and it is further

ORDERED that the Application is hereby approved and, to the extent inconsistent with this Order, this Order shall govern the Debtors' and FTI's respective rights and obligations; and it is further

ORDERED that FTI shall be compensated in accordance with the Application, procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court; and it is further

ORDERED that the On-Account Cash shall be held until the conclusion of the Debtors' cases and shall be applied by FTI against its final fee application; and it is further

ORDERED that FTI shall not apply any On-Account Cash to any pre-Petition Date amounts owed by the Debtors to FTI, if any, and to the extent any pre-Petition Date amounts were owed by the Debtors to FTI, such amounts are forever waived by FTI; and it is further

ORDERED that the relief granted herein shall be binding upon any chapter 11 trustee appointed in these chapter 11 cases, or upon any chapter 7 trustee appointed in the event of a subsequent conversion of these chapter 11 cases to cases under chapter 7; and it is further

ORDERED that the requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this Order.

Dated: Norfolk, Virginia
_____, 2010

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Douglas M. Foley

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SEEN AND NO OBJECTION:

/s/ Debera F. Conlon

Debera F. Conlon (VSB No. 20837)

Cecelia Ann Weschler (VSB No. 28245)

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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by all necessary parties.

/s/ Douglas M. Foley

Douglas M. Foley